

CERTIFICATE OF SERVICE

The undersigned certifies that on August 5 2019, Defendants served a true and correct copy of the foregoing on all known counsel of record via the Northern District of Texas CM/ECF filing system.

/s/ C. Dunham Biles

C. Dunham Biles

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

DEIDRA M. ROPER a/k/a “Spinderella”,	§	
and SPINDERELLA	§	
ENTERTAINMENT, LLC,	§	
	§	
Plaintiffs,	§	
	§	
v.	§	Civil Action No. 3:19-cv-01651-S
	§	
CHERYL JAMES-WRAY a/k/a	§	
CHERYL JAMES, SANDRA DENTON,	§	
JAMES MAYNES, AND S & C	§	
PRODUCTIONS, INC.,	§	
	§	
Defendants.	§	

**DECLARATION OF JAMES MAYNES IN SUPPORT OF DEFENDANTS’ MOTION TO
DISMISS PURSUANT TO FEDERAL RULES OF CIVIL PROCEDURE
RULE 12(b)(2), 12(b)(3), AND 12(b)(6), AND BRIEF IN SUPPORT**

I, James Maynes, do hereby state and declare as follows:

1. I am a defendant in the above-captioned matter, along with Cheryl James-Wray a/k/a Cheryl James (“Salt”), Sandra Denton (“Pepa”), and S & C Productions, Inc. (“S & C”) (together, “Salt-N-Pepa” or “Defendants”). I am the longtime manager of the musical group “Salt N Pepa,” which is comprised of Salt and Pepa. I am also responsible for overseeing business operations for S & C. As a result, I have personal knowledge of the facts contained in this declaration and, if called and sworn as a witness, I would competently testify thereto. The facts stated in this declaration are within my personal knowledge and are true and correct. I make this declaration in support of Defendants Motion to Dismiss Pursuant to Federal Rules of Civil Procedure 12(b)(2), 12(b)(3) and 12(b)(6).

2. I am a resident of, and conduct my business in, the City of Mamaroneck, Westchester County, in the State of New York. I have resided in New York for the past 49 years.

3. The majority of my business activities for the musical group “Salt N Pepa” and S & C are conducted from Westchester County, New York state. As it relates to this action, my business activities included:

a. Communicating with booking agents for various concert promoters and some concert promoters, including negotiating and approving contracts, approving promotional materials—to the extent the group “Salt N Pepa” had any such rights, requesting the concert promoters cease using Plaintiffs Deidra M. Roper’s and Spinderella Entertainment, LLC’s (together, “Plaintiffs”) name, likeness, and/or marks after Roper was asked to cease performing with Salt and Pepa on January 4, 2019; and

b. Communicating with Plaintiffs regarding various matters, including contractual matters (*e.g.*, the Las Vegas Residency, the “I Love The 90s Tour,” “The MixTape Tour,” *etc.*).

5. Shortly prior to the beginning of the Salt N Pepa Las Vegas Residency in October of 2018, Roper decided to live in Las Vegas, Nevada for the Las Vegas Residency.

6. I do not have an office in Texas.

7. I do not have employees in Texas.

8. I am not registered to do business in Texas.

9. I do not have an appointed agent for service of process in Texas.

10. I do not have a bank account in Texas.

11. I do not own property in Texas.

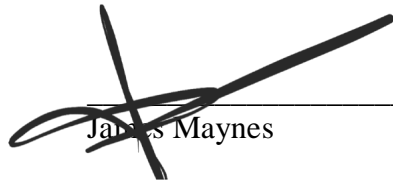
12. I do not pay income taxes in Texas.

13. I do not conduct business in Texas.

14. I do not have a mailing address in Texas.

15. I was not served, personally or otherwise, with Plaintiffs’ Complaint in Texas.

I certify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 5th day of August in Westchester, New York.


James Maynes

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

DEIDRA M. ROPER a/k/a “Spinderella”,	§	
and SPINDERELLA	§	
ENTERTAINMENT, LLC,	§	
	§	
Plaintiffs,	§	
	§	
v.	§	Civil Action No. 3:19-cv-01651-S
	§	
CHERYL JAMES-WRAY a/k/a	§	
CHERYL JAMES, SANDRA DENTON,	§	
JAMES MAYNES, AND S & C	§	
PRODUCTIONS, INC.,	§	
	§	
Defendants.	§	

**DECLARATION OF CHERYL JAMES IN SUPPORT OF DEFENDANTS’ MOTION TO
DISMISS PURSUANT TO FEDERAL RULES OF CIVIL PROCEDURE
RULE 12(b)(2), 12(b)(3), AND 12(b)(6), AND BRIEF IN SUPPORT**

I, Cheryl James p/k/a Salt, do hereby state and declare as follows:

1. I am a defendant in the above-captioned matter, along with Sandra Denton (“Pepa”), James Maynes (“Maynes,”) and S & C Productions, Inc. (“S & C”) (together, “Salt-N-Pepa” or “Defendants”). I am the performer known as “Salt” in the musical duo known as “Salt N Pepa,” (which is incorporated as S & C). S & C has only two shareholders—namely, Pepa and me. I am also a director and an officer of S & C. As a result, I have personal knowledge of the facts contained in this declaration and, if called and sworn as a witness, I would competently testify thereto. I make this declaration in support of Defendants’ Motion to Dismiss Pursuant to Federal Rules of Civil Procedure Rule 12(b)(2), 12(b)(3), and 12(b)(6). The facts stated in this Declaration are within my personal knowledge and are true and correct.

2. I am a resident of the City of Melville, in the County of Suffolk, which is in the State of New York. I have resided in the City of Melville for the past 19 years.

3. S & C is a New York corporation with its principal place of business in the City of Melville, County of Suffolk, which is in the State of New York.

4. SoundExchange is located in Washington D.C. Neither S & C, nor I, have collected royalties from SoundExchange in the state of Texas.

5. In late 2013 and early 2014, I negotiated the terms of S & C’s agreement, and an amendment to that agreement, with Deidra M. Roper to perform with the group “Salt N Pepa.” During this period, I was located in the City of Melville, County of Suffolk, in the State of New York. I do not know where Roper was located at the time. As evidenced by the emails memorializing the agreements, there was no intention for Salt N Pepa to perform in Texas. A true and correct redacted copy (to protect privilege and privacy) of my e-mail correspondence with Spinderella from December 6 and 10, 2013, setting forth the terms of our agreement is

attached to the Appendix in Support of Defendants' Response in Opposition to Plaintiffs' Request for a Temporary Restraining Order [Doc. 24] ("Defendants' Appendix ISO TRO Response"), on pages bates numbered SNP-000040 through SNP-000041, and incorporated here by reference. A true and correct redacted copy (to protect privilege and privacy) of e-mail correspondence between me and Spinderella from September 7-8, 2014, amending the terms of our agreement is attached to Defendants' Appendix ISO TRO Response [Doc. 24], on pages bates numbered SNP-000043 through SNP-000044, and incorporated here by reference.

6. Shortly before Pepa and I were to perform in the Salt N Pepa Las Vegas residency in October of 2018, Plaintiff Deidra M. Roper ("Roper") decided to move to Las Vegas, Nevada from Dallas, Texas. Roper lived in Las Vegas during that period of time. During the period of the Salt N Pepa Las Vegas Residency, I also lived in Las Vegas.

7. The letter, dated January 4, 2019, terminating Roper from performing with Salt N Pepa was made at the direction of S&C, while it was domiciled and conducting its business in its principal place of business, in the City of Melville, New York, and, was sent by S&C's attorneys from Los Angeles, California to Roper's then attorney, Karl Guthrie in New Jersey.

8. I do not have an office in Texas, nor does S & C.

9. I do not have employees in Texas, nor does S & C.

10. I am not registered to do business in Texas, nor is S & C.

11. I do not have an appointed agent for service of process in Texas, nor does S & C.

12. I do not have a bank account in Texas, nor does S & C.

13. I do not own property in Texas, nor does S & C.

14. I do not have a mailing address in Texas, nor does S & C.

15. I was not served, personally or otherwise, with Plaintiffs' Complaint in Texas, nor was S & C.

I certify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 5th day of August in New York City, New York.

Cheryl James
Cheryl James

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

DEIDRA M. ROPER a/k/a “Spinderella”,	§	
and SPINDERELLA	§	
ENTERTAINMENT, LLC,	§	
	§	
Plaintiffs,	§	
	§	
v.	§	Civil Action No. 3:19-cv-01651-S
	§	
CHERYL JAMES-WRAY a/k/a	§	
CHERYL JAMES, SANDRA DENTON,	§	
JAMES MAYNES, AND S & C	§	
PRODUCTIONS, INC.,	§	
	§	
Defendants.	§	

**DECLARATION OF SANDRA DENTON IN SUPPORT OF DEFENDANTS’ MOTION
TO DISMISS PURSUANT TO FEDERAL RULES OF CIVIL PROCEDURE
RULE 12(b)(2), 12(b)(3), AND 12(b)(6), AND BRIEF IN SUPPORT**

I, Sandra Denton p/k/a Pepa, do hereby state and declare as follows:

1. I am a defendant in the above-captioned matter, along with Cheryl James (“Salt”), James Maynes (“Maynes,”) and S & C Productions (“S & C”) (together, “Salt-N-Pepa” or “Defendants”). I am the performer known as “Pepa” in the musical duo known as “Salt N Pepa,” (which is incorporated as S & C). S & C has only two shareholders—namely, Salt and me. I am also a director and an officer of S & C. As a result, I have personal knowledge of the facts contained in this declaration and, if called and sworn as a witness, would competently testify thereto. I make this declaration in support of Defendants’ Motion to Dismiss Pursuant to Federal Rules of Civil Procedure Rule 12(b)(2), 12(b)(3), and 12(b)(6). The facts stated in this Declaration are within my personal knowledge and are true and correct.

2. I am a resident of Las Vegas, in Clark County, which is in the State of Nevada. I have resided in Nevada, since October of 2018. Prior to that, I lived in Los Angeles, County of Los Angeles, California, for two and a half years. I have never been a resident of Texas.

3. S & C is a New York corporation with its principal place of business in the City of Melville, County of Suffolk, which is in the State of New York.

4. SoundExchange is located in Washington D.C. Neither S & C, nor I, have collected royalties from SoundExchange in Texas.

5. Shortly before Salt and I were to perform in the Salt N Pepa Las Vegas residency in October of 2018, Plaintiff Deidra M. Roper (“Roper”) decided to move to Las Vegas, Nevada for the Las Vegas Residency. Roper lived in Las Vegas, Nevada during that time period.

6. In 2001, I know that Roper was not yet living in Texas. I believe that Roper was living in Los Angeles, California during that time period.

7. I do not have an office in Texas, nor does S & C.

8. I do not have employees in Texas, nor does S & C.
9. I am not registered to do business in Texas, nor is S & C.
10. I do not have an appointed agent for service of process in Texas, nor does S & C.
11. I do not have a bank account in Texas, nor does S & C.
12. I do not own property in Texas, nor does S & C.
13. I do not have a mailing address in Texas, nor does S & C.
14. I was not served, personally or otherwise, with Plaintiffs' Complaint in Texas, nor was S & C.

I certify under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 5th day of August in Las Vegas, Nevada.



Sandra Denton